MARVEL

ISSUE 28

SPIDER-MAN NOIR

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ULTIMATE COMICS™

ALL-NEW SPIDER-MAN®

MARQUEZ

Months before Peter Parker was shot and killed, grade-schooler Miles Morales was about to start a new chapter in his life at a new school--when he was suddenly bitten by a stolen, genetically altered spider that gave him incredible arachnid-like powers.

News he has shared only with his best friend Ganke. Ganke is helping Miles figure out how to be...

ULTIMATE COMICS SPIDER-MAN

PREVIOUSLY:

One year ago, after a disastrous battle with Venom that killed his mother and left his father in the hospital, Miles Morales gave up being Spider-Man.

Today, Miles wrestles with his choices, as he and his father learn to live with each other.

After run-ins with mysterious new characters like Cloak and Dagger and Bombshell, Miles eventually realized there is no escaping his destiny, and he put on the Spider-Man costume once again.

But what Miles does not know, what nobody knows, is that the evil Roxxon Corporation, and their secret super-powered brain trust, is behind these strange appearances.

Spider-Woman, Spider-Man, Bombshell, Cloak and Dagger have finally had enough and decided to take the fight to Roxxon's front door...

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Roxxon Industries.

Mr. Roxxon, you need to come with us right now!

What is it? What has happened?

It's Spider-Man, sir.

Spider-Man? He's *here?!*

They intercepted Taskmaster.

Intercepted? Who intercepted?

Our man in the field says it didn't go.

He observed from a distance as requested.

He says they are headed here *right now.* Directly.

(What I paid Taskmaster.)

Sir, please.

I thought Spider-Man was no longer an ongoing concern! I thought he retired!

Sir, I'm telling you what I--

They? You said *they?* Who is *they?*

There's a handful of, um, characters with him.

We're still getting Intel but...

How many?

Sir, I need to get you off the premises but you have to--

Oh no.

Do not fire until I say.

Sir?

Call my science team up here *now.*

Your *science* team? Sir, we are your security and we can--

The brain trust. Get them up here now.

I can handle this!

SPIDER-WOMAN

Mister Roxxon, you are under arrest!

I thought I was going to say it.

We never discussed that.

SPIDER-MAN

CLOAK AND DAGGER

Can we just throw him out the window and go home?

BOMBSHELL

Under whose authority, children?
I'm an agent of S.H.I.E.L.D.
So, uh, mine.
I don't accept that, Miss Drew.
Well, we'll see how that works out for you.
And what for?
How long did you think you were going to get away with it?
And children?
Oh, I don't know, experimenting on people like a creepy Nazi?
Little Spider-Man, my intelligence told me that you had all but retired.
I want to say that I'm happy to see you get over your mother's terrible and unexpected death...
But, you should ask yourself, are you sure you're ready to graduate to this level?
Are you absolutely sure you want to go down this road with me?
My condolences, by the way.
I'm sure that wasn't easy having her die in your arms.
All that power and you couldn't save her.
Mmggrrss!!
THWAP
My mother?
WHAT DID YOU SAY ABOUT MY MOTHER?!
Damn.

Mmffrrr!!!

You people are *trespassing* and now you have *assaulted an innocent man!*

On the ground now!!! Or we will be forced to--

My *mother?!!!*

Don't!

And how about we all put the *guns down* before I blow you up good?!

Yeah, I don't know if you noticed but *we* all have super-powers.

You have *no authority over me!*

And you have broken more laws in *the last minute* than you probably even know *exist!*

Childcare!

You *really* think nothing will happen to you because you do business with S.H.I.E.L.D.?

You're done, Roxxon.

One way or another, it ends tonight.

Little girl, you have no *idea* what is going on here.

I would understand if you came here to *thank me* for giving you the gifts that I have given you.

That would be more appropriate.

Okay, *that's* it!

Aagh!
Garrgh!
Oh God!
Didn't sign up for that!
You do know the only thing stopping these "children" from beating you to death for all of the horrible things you've done in your life is *me.*
You? I paid men to create *you* in a petri dish.
You are a sea monkey.
My sea monkey!
Best you got?
You're going to go to jail and no one will visit you because you're not even real.
Okay, I've had enough.
THWIP

What are you--?

You do not--!

Whoa!

YAAAGGGHH!

What the hell?

YEEAARGGGHH

I got it.

You *got* it? You just *killed* him.

No. He's okay. I saw it in a movie.

What are you doing?

He really shouldn't have brought up my mother.

Was that *true*?

I'll be right back.

What movie?

Y'know... the one with that guy with that thing.

Naha!

Guhh...

Nnn!

You! You *child!*

You--you insipid little coward.

I'd almost *respect* you if you would've killed me.

You're--you're just like your uncle Aaron, you know that?

All talk.

You know *that's* the connection between us, right?

I was the one who hired your uncle to break into Oscorp that night.

I put *all of this* into motion.

It was me.

That night he accidentally brought the spider to his house.

The spider that accidentally bit you and made you ***this.***

All the money I've spent trying to duplicate the accident that created the original Spider-Man.

And I ***accidentally*** funded the operation that created the ***new*** Spider-Man.

It's--

It's almost funny.

I didn't know any of this at the time, but ever since you ruined some of my projects, like the ***symbiote,*** I have been looking into you.

You really need to do a better job of keeping your secret identity a ***secret*** because it took me all of ***three days*** to figure out who you were and how you were.

And you're you because of me!!

And you're welcome.

And the reason I'm not scared of you or any of your friends is because I ***am*** the creator of the next super-soldier!!

ME!!

And the people who are in business with me are people who are going to ***shut you down!***

Just like they shut down your ***father*** way back when.

You're under arrest.

Yeah...

Maybe ask your father about "the old days."

Maybe ask your father about who he was before *you* were born.

One day and one day very soon you're going to come to me for work...

You are going to realize how fruitless this immature quest of yours is and you'll be looking for some *real* work.

But you *better* hurry up.

One day soon you are not going to be *all that special.*

We are so close.

Staring at me...

That *spider* that bit you.

It had a number 42 on it.

You ever wonder about the other 41 things Osborn was working on?

And that's just *him.*

Wait till you see what our next phase is.

This is the NYPD!

And I'm telling you... I don't think so.

Please, uh, step away from the--um...

I don't even know what to say here.

Jackpot records.

This is Special Agent Jessica Drew. Codename: Arachne. Password Ed O'Neill.

Password accepted.

Who are you talking to?

I am in the field.

Roxxon Industries, Manhattan.

We have a situation with NYPD. I need you to get them to stand down.

You see?

You are a *boy in a mask* and I am a *leader of men.*

What?

Wh-where are they going??!!

I guess they had somewhere else to be.

No.

ROXXON INDUSTRIES

I won't lie to you, that was damn impressive.

Thank you.

I have my moments.

That was the third one I've ever had.

Let's take this slime and get out of here.

Actually, I have a better idea.

Here's the thing. We're Roxxon's science brain trust. Between the four of us, we have 11 doctorates.

And the man we work for, well, as you can see he's undiagnosed but I'd say he's bipolar.

His father used to beat him.

And most of the time I say to myself: good.

But at the level of craft that we need to work in...

We *need* a man with big pockets and who's just a little more than a little crazy.

So you put Mister Roxxon *back* in his chair and you leave here and you never come back.

I've been waiting years to say this to you, Dr. Miller...

You are under arrest.

Sure.

Except you will be dead in 45 seconds.

Aggiiaa!
Oh God!
OH GAAAAOODD!
Interesting.
Our self-proclaimed Cloak and Dagger are clearly feeling the micro-neuroburst the most.
I'd like to get them all back down to the labs.
I don't think an autopsy is out of the question.
But no rush.
Of course.
Stop! Please!!!
I'll kiiiii you, I swear to God.
Nyyaaggh!
Call Fredo, have him send up the gurneys.
I do want to do some tests on these fascinating specimens.
WHAP

I haven't been Spider-Man in about a year, so I'm a little rusty with the snappy things you're supposed to say at just such a moment.

Don't take it personally.

WHACK

Are these the evil scientists?

They call themselves the brain trust.

Are these the ones that turned you into... this?

Yes.

Then I don't feel bad about kicking a girl in the face.

I'm a girl. I'm ruling it okay.

No one listens to me...

I forgot to tell you that the old guy can turn into...

Well, you can see it...

I've got this!

Then do something, Sterns!

Actually I've got this!

Huaarrgh!

Hhrraaa!

Next!

That-- that didn't go bad at all.

EVERYONE FREEZE!

Hands on top of your heads.
No sudden moves. No power manifestations.
Sure, *these* guys now.
At ease, agent. Stand down.
Agent Jessica Drew Codename: Arachne.
We have the situation under control.
We need a cleanup crew.

You might want to get out of here.
Yeah, okay, but, hey, this went pretty well.
This went *very* well. This felt good.
I haven't felt this good in a long time.
You have no idea what you've done for us.
No idea.

This *did* go well.
We should text each other.
We should do this again.
Let's make a list of people to beat up and go beat them up.

Brooklyn Visions Academy.

KREEEEEEE

TONY STARK

Billionaire Genius

MAN OF IRON

Dude.

Sshh!

Dude, are--are you--

Ganke, whisper.

Are you-- are you *back?* Are you, you know, *him* again?

Just listen...

I'm sorry I was being like that and I'm sorry I was making you mad.

You were right.

Thank you for hanging in there with me.

Just, you know, thank you.

For everything.

Aw...

Dude.

Just tell me you're back for real.

Tell me this is for real.

I'm telling you...you're right, Ganke.

You were totally right.

I am Spider-Man.

Dad?

"Maybe ask your father about 'the old days.'

"Maybe ask your father about who he was before you were born."

"So obviously I was a little surprised that you went on a little field trip to Roxxon Industries without even a 'by your leave.'

"What do you have to say for yourself?"

Director Chang, for the record I had hard intelligence that the Roxxon Corporation had kidnapped underage American citizens and experimented on them using untested genetic technology.

I acted accordingly.

In pursuit I was assaulted by a mercenary code-named Taskmaster hired by Roxxon.

After subduing the mercenary, I thought it was in the best interest of all concerned that we act quickly.

I am willing to testify to all of this under oath so that the Roxxon Corporation is put down for good once and for all.

You did all that, did you?

Do you know that we do business with the Roxxon Corporation? That we have standing military contracts?

That is above my pay grade, ma'am.

I'm sure that if you knew Roxxon was kidnapping children and experimenting on them you would cease all business.

And who were these children you had deputized for your operation?

So very glad you asked.

I think we have something here...

I think we have the beginnings of something very special.

The End
Next: Cataclysm!

ULTIMATE SPIDER-MAIL!

Hey all, welcome to the last issue of ULTIMATE COMICS SPIDER-MAN. Is this the end of Miles? No way!!! We're back next month with the biggest ULTIMATE COMICS event ever, CATACLYSM: ULTIMATES' LAST STAND where you'll see our reluctant hero join forces with the other heroes of the UU to try and stop one of Marvel Comics' most powerful bad guys, Galactus, from destroying not just the world, but the universe. Is that the end of Miles? That, dear reader, is something you'll have to wait and see.

In the meantime, I wanted to say thanks for the love you have given this book. We're always running into Miles Morales' fans and it's great to know there's so much support. Just the other day SNL's Taran Killam stopped by the offices to chat about our favorite web slinger.

Hello Mr. Bendis,

I just have to say that what you are doing with Miles Morales is simply incredible. I've just got back into buying comics in September 2012 after an 11 year hiatus, and they ripped my Peter Parker out of the regular Marvel Universe and replaced him with a killer and not a role model I want my little nephew to read! Your All New Spider-Man is the best thing you have written so far in your career I think... I miss Peter Parker but Miles' journey has just begun for me.

I love when, in issue #25 when Spider-Woman explained everything and then you flip the page and see him swinging after. The third time that I dropped a tear in this series was Miles' moment of "With great power; comes great responsibility". Damn dude! Just beautiful :(

Now go tell Slot to get his act together and end this long arc of Doc Ock the Killer and bring our beloved Peter back!!! Please!!

Paul Beauparlant

P.S. Keep doing the best comic book run of your life buddy.

I've read from issue 1 of the Ultimate Spider-Man all the way to the all-new Ultimate Spider-Man #24! First, I would like to say that your writing is going from strength to strengths and each story arc that goes by is getting better and juicier

I can't wait to, hopefully, be reading Miles' stories well into my thirties! (I'm 19)

I look forward to seeing how Cloak and Dagger progress, and whether Miles will grow to see them as foes or friends!

Kind regards to everyone down the office! Thank you for giving me the drive to get through school and uni!

Massive Fan,
Jamie Chong-Kwan

Dear Editors at Ultimate,

I want to personally thank all those responsible for creating the Ultimate Spider-Man. I haven't read a comic book since the early 90's. I found they were all the same and none of the super heroes reflected the people in my neighborhood. Thank you for having the guts to create a diverse character in a diverse world. Just as important is the story line and plot, so thank you for that also. I would love to see Miles become just as famous as Peter Parker - with his own cartoon one day as well.

Again Thank You
Delon Silver

Dear Ultimate Office,

All-New Ultimate Spider-Man is amazing. My uncle helped me start collecting this comic book series and now, I can't stop reading it. When I saw Miles beat up that giant lady, my mouth dropped and I started laughing so hard. I am curious about the relationship between Gwen and Miles. Are they going to be together or what? Just keep up the good work and honestly, this should be a T.V. series. Thanks Guys.

Yours truly,
Austin Pena

Dear Ultimate Spidey Creators,

You guys have written one of the best Ultimate Spider-Man stories ever and I know all you will do is improve, but there's one thing I'm curious about: Will you ever have an issue where Miles goes back in time and meet Ultimate Peter Parker? I will definitely read that issue. I miss Peter Parker but Miles Morales takes the cake! Good job guys and keep up the good work!

Your reader,
Michael

Hey guys,

You're really awesome and I love the whole Ultimate Universe. Recently there are some rumors about shutting down this marvelous universe. Please don't! I hope these are just lies and speculations.

I especially love Spider-Man and Miles Morales! Mr. Bendis is doing a great job.

The best Marvel comic going on, perhaps. You can't just destroy the Ultimate Universe and its great stories and characters.

Please just don't!

Miles Morales is the best, don't kill him!

Please... don't!

Armando Castanon

Dear, Ultimate Spider-Team

I just got finished reading Ultimate Spider-Man #26 (it was great) and for the first time I saw the e-mail address that allows me to write to you guys so I thought I would. The series has been fantastic so far. Every issue is a great read and the series is fantastic for people like me who couldn't keep up with comics over the years. I was saddened by Peter's death but Miles is certainly a worthy successor - with an awesome costume to boot!

I understand if you can't talk about this, but I've heard some... interesting news on what the future for the Ultimate Universe might be with the coming of Galactus, and how it might be the end of 1610. I write to you because I would just like to say that if anything, or anyone, deserves to survive the Cataclysm that is coming; it's Miles Morales. I believe he has the potential to be a defining Spider-Man for the next generation. Plus with the 616 and the 1610 colliding, Miles might show up in the main Marvel line, and who better to counter the Superior Spider-Man than the Ultimate Spider-Man?

If nothing else I wanted to say thanks for keeping this series going, despite the backlash it got in the beginning (and likely still gets). Every issue I wait for is torture because it's fantastic. Give Miles the treatment he deserves.

Nathan Simon
Oceanside, California

See you next month True Believers, when the guys who were there at the beginning of the ULTIMATE U. (superstars Mark Bagley and Brian Michael Bendis) team up for what could very well be the end of it!

Mark Paniccia

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EMAIL THE EDITORS AT ULTIMATEOFFICE@MARVEL.COM AND MARK IT 'OKAY TO PRINT'

ZOKE